

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

FILED
In the Office of the
Secretary of State of Texas

APR 8 1999

Corporations Section

Pursuant to the provisions of article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE ONE

The name of the corporation is Hercules Offshore Corporation. (State the name of the corporation as currently shown in the records of the secretary of state. If the amendment changes the name of the corporation, state the old name and not the new name here.)

ARTICLE TWO

The following amendment to the articles of incorporation was adopted by the shareholders of the corporation on April 1, 1999. (Insert concise statement of the general nature of the amendment. For example. The articles of incorporation are amended to increase the authorized shares of the corporation.)
The articles of incorporation are amended to change the name of the corporation.

(IF THE AMENDMENT ALTERS OR CHANGES ANY PROVISION OF THE ORIGINAL, AMENDED, OR RESTATED ARTICLES OF INCORPORATION, INSERT THE FOLLOWING)

The amendment alters or changes article 1 of the [original, amended, or restated] articles of incorporation and the full text of each provision as altered is as follows

The name of the corporation is: Parker Drilling Offshore Corporation

(IF THE AMENDMENT IS AN ADDITION TO THE ORIGINAL, AMENDED, OR RESTATED ARTICLES OF INCORPORATION, INSERT THE FOLLOWING)

The amendment is an addition to the [original, amended, or restated] articles of incorporation and the full text of each provision added is as follows

N/A

(IF THE AMENDMENT DELETES ANY PROVISION OF THE [ORIGINAL, AMENDED, OR RESTATED] ARTICLES OF INCORPORATION, INSERT THE FOLLOWING)

The amendment deletes (a portion) (all) of article n/a of the [original, amended, or restated] articles of incorporation. The part that was deleted read as follows

N/A

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 18,034,384 and the number of shares entitled to vote thereon was 18,034,384.

(IF ANY CLASS OR SERIES IS ENTITLED TO VOTE ON THE AMENDMENT AS A CLASS, INSERT THE FOLLOWING)

The designation and number of outstanding shares of each class or series entitled to vote thereon as a class were as follows:

Class or Series	Number of Shares Outstanding and Entitled to Vote as a Class
<u>N/A</u>	<u></u>
<u></u>	<u></u>

ARTICLE FOUR

(IF THE AMENDMENT WAS ADOPTED BY VOTE AT A MEETING, USE THE FOLLOWING)

The number of shares voted for such amendment was n/a ; and the number of shares voted against such amendment was n/a.

(IF ANY CLASS OR SERIES IS ENTITLED TO VOTE ON THE AMENDMENT AS A CLASS, INCLUDE THE FOLLOWING)

The number of shares of each class or series entitled to vote as a class or series voted for or against such amendment as follows:

Class or Series	Number of Shares Voted	
	For	Against
<u>N/A</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(IF THE AMENDMENT WAS ADOPTED BY UNANIMOUS WRITTEN CONSENT OF ALL SHAREHOLDERS USE THE FOLLOWING)

✓ The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given

(IF THE AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR CANCELLATION OF ISSUED SHARES, AND THE MANNER IN WHICH THE SAME IS TO BE EFFECTED IS NOT SET FORTH IN THE AMENDMENT, INSERT THE FOLLOWING)

ARTICLE FIVE

The manner in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected is as follows N/A

(IF THE AMENDMENT EFFECTS A CHANGE IN STATED CAPITAL, INSERT THE FOLLOWING)

ARTICLE SIX

The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: N/A

Dated April 7, 1999.

Hercules Offshore Corporation
Name of Entity
By: Thomas L. Wingerter
Thomas L. Wingerter
Its: President
Authorized Officer of Corporation